บริษัท ไทย เอ็น ดี ที จำกัด (มหาชน)
THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED.
19 ซอยสวนสน 8 ถนนรามคำแหง แขวงหัวหมาก เขตบางกะปิ กรุงเทพฯ 10240 โทร. +662 735-0801 (10 สาย) โทรสาร: +662 735-1941
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E-mail: info@tndt.co.th Website: www.tndt.co.th

TNDT 319/2021

August 4, 2021

Subject : Issuance and offering of the Convertible Debentures No.4

To : Director and Manager
The Stock Exchange of Thailand

According to the Annual General Meeting of the Shareholders for the year 2021 of Thai Nondestructive Testing Public Company Limited ("The Company") held on April 26, 2021, the Meeting has approved the issuance and offering of the newly issued Convertible Debentures of the Company not exceeding 100 Million Baht by way of private placement to specific investors, namely Advance Opportunities Fund ("AO Fund") and Advance Opportunities 1 ("AO Fund 1"), which are not related persons of the Company. The details are as on the Attachment (Summary of the Significant Terms and Conditions of the Convertible Debentures of the Company).

The Company would like to inform that the Company has offered and issued the newly convertible debentures pursuant to the Convertible Debentures Agreement for this time in the amount of 10 million Baht to AO Fund and the amount of 10 million Baht to AO Fund 1, the total amount of 20 million Baht, on August 3, 2021. The said convertible debentures will mature on June 9, 2024, unless conversion rights are exercised before the maturity date. The Company still has the remaining issuance limit for the issuance and offering of convertible debentures of 50 million Baht.

Please be informed accordingly.

Yours Sincerely,

Chomduen Satavuthi

(Miss Chomduen Satavuthi)
Managing Director

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Attachment

Summary of the Significant Terms and Conditions of the Newly Issued Convertible Debentures of Thai Nondestructive Testing Public Company Limited.

Subject Detail	Detail
Issuer of Convertible Debentures	Thai Nondestructive Testing Public Company Limited ("TNDT")
Type of Convertible Debentures	Senior Unsecured Convertible Debentures ("Convertible Debentures")
Currency	THB
Total Principal amount	Not exceeding Baht 100,000,000 Baht as it can be break down to 20 sub-tranches equally at Baht 5,000,000 per sub-tranche
Conversion Condition	The Company will issue the Convertible Debentures by tranches respectively and in issuance of each tranche, the Company will issue each set in accordance to the requirement of the Company's liquidity. The issuance of the Convertible Debentures is dependent on the completion of the conditions precedent and the terms and conditions of the Convertible Debentures namely the approval from the Securities and Exchange Commission and other relevant authorities. However, the timeframe of the issuance of convertible debentures is 1 year after shareholder's meeting of the Company approved the issuance of Convertible Debentures. If the Company does not issue the Convertible Debentures within 1 year, the Company may request another shareholders' resolution regarding the unissued Convertible Debentures, depending on the requirement of the Company's liquidity.
Interest Rate	2.00 percent per annum, provided that the interest will be paid on a quarterly basis
Maturity Period	3 years after the issuance of each Tranche
Payback Condition	Repay in lump sum after the due date of each tranche according to the term and condition of the Convertible Debentures of each tranche
Redeem Rights before Due Date	The holders of the Convertible Debentures may or may not have rights to redeem the Convertible Debentures before due date and/or the issuer of the Convertible Debentures may or may not have rights to redeem the Convertible Debentures before due date too. The redemption has to be followed by the terms and conditions of each set aligned with rules, regulations, laws and/or permissions from related authorized Governmental Bodies
Conversion Ratio	Principle amount of the Convertible Debentures divided by the conversion price

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Subject Detail	Detail
Conversion price	The conversion price shall not be lower than 90.00 percent of market price and is not considered as an offering of newly issued shares at the price lower than the market price as stipulated in the Notification No. Tor Chor. 72/2558 re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement. "Market price" is the price calculated based on the weighted average price of the Company's shares trading on the Stock Exchange of Thailand for the past 7 consecutive business days but not exceeding 15 consecutive business days prior to the holder of the convertible debenture exercise their right to convert it. In this regard, the weighted average price is calculated from the closing weighted average price traded in each consecutive business day (the "Floating Conversion Price"). However, if the conversion price calculated above is lower than the par value of the Company's shares. The Company must issue additional shares to compensate in such way that the calculation of all shares to be issued at par valueis inaccordance with the conversion price.
Conversion Period	The holder of the Convertible Debentures may exercise their rights of conversion of the Convertible Debentures into the Company's until the close of business on the date falling 7 days prior to the maturity date of the Convertible Debentures.
Number of ordinary shares reserved for conversion	41,760,387 shares (equivalent to 17.27 percent of the total issued shares of the Company after registering the paid-up capital which are based on the assumption that the Convertible Debentures shall be entirely exercised.)
Secondary market for ordinary shares issued after conversion	The Company shall arrange to list the ordinary shares issued after the conversion of the Convertible Debentures on the Market for Alternative Investment (MAI) or other stock exchange where the shares of the Company is a listed security at that time
Other Information	The details described above are the summary of the terms and conditions of the Convertible Debentures and are still subject to change. Further relevant details will be stipulated in the terms and conditions of the Convertible Debentures.